

8530-J

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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TS  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

October 31, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Complete Termination and Release of Security Interests dated October 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Conditional Sale Agreement, Agreement and Assignment which were previously filed with the Commission under Recordation Numbers 8530, 8530-A and 8530-C.

The name and address of the party to the enclosed Indenture were:

Secured Party: Carlson Leasing, Inc.  
(successor in interest to  
Continental Bank, N.A. and American  
National Bank & Trust Company of Chicago)  
301 Carlson Parkway  
Suite 102  
Minnetonka, MN 55305

Mr. Vernon A. Williams  
October 31, 2001  
Page Two

A description of the railroad equipment covered by the enclosed schedule is:

10 SD 40-2 locomotives CNW 6926 - CNW 6935

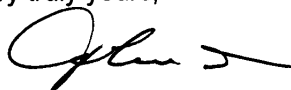
A short summary of the schedule to appear in the index follows:

Complete Termination and Release of Security Interests

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. **8530-J** FILED

NOV 2 '01 9-13 AM

**SURFACE TRANSPORTATION BOARD**

**COMPLETE TERMINATION AND RELEASE  
OF SECURITY INTERESTS**

**WITNESSETH**

WHEREAS, by Conditional Sale Agreement, dated September 1, 1976 (the "CSA"), General Motors Corporation (Electro-Motive Division) ("GM-EMD") agreed to construct and sell Gold Bond Stamp Company of Georgia ("Gold Bond"), certain railroad equipment described in Schedule A hereto ("Equipment");

WHEREAS, by Agreement and Assignment, dated as of September 1, 1976 (the "Assignment") GM-EMD assigned its interests in the CSA to American National Bank & Trust Company of Chicago ("American"), as Agent ("Agent"), on behalf of certain institutional investors;

WHEREAS, by Lease of Railroad Equipment, dated as of September 1, 1976 (the "Lease"), Gold Bond leased the Equipment to Chicago and North Western Transportation Company ("CNW") subject to the rights of the Agent under the CSA;

WHEREAS, by Assignment of Lease and Agreement, dated as of September 1, 1976 (the "Agreement"), Gold Bond assigned its rights under the Lease as collateral security to American to secure the payment of indebtedness under the CSA (the "CSA Indebtedness");

WHEREAS, the CSA, the Assignment, the Lease and the Agreement were duly filed and recorded with the Interstate Commerce Commission ("ICC") on October 22, 1976 at 4:20 p.m. and were assigned Recordation Numbers 8530, 8530-A, 8530-B and 8530-C.

WHEREAS, by Lease Extension and Equipment Option Agreement, dated as of December 13, 1990 (and was duly filed and recorded with the ICC on December 28, 1990 at 3:05 p.m. and was assigned Recordation Number 8530-D) (the "Extension"), Carlson Leasing, Inc. ("Carlson"), formerly known as the Gold Bond Stamp Company of Georgia, extended its lease of Equipment to CNW;

WHEREAS, Carlson performed all obligations required under the CSA, the Assignment and the Agreement, therefore acquired the interests of Continental Bank, N.A. (successor in interest to American);

WHEREAS, Carlson sold its interests in the Equipment, Lease and Extension to U.S. Concord, Inc. by way of that certain Purchase Agreement dated September 1, 1992 (and was duly filed and recorded with the ICC on September 4, 1992 at 1:50 p.m. and was assigned Recordation Number 8530-F);

WHEREAS, this instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment, the Lease, the Agreement and the Extension;

NOW THEREFORE, in consideration of the premises: Carlson Leasing, Inc., does hereby acknowledge and confirm (I) the full and complete satisfaction of the CSA Indebtedness and other obligations under the CSA, the Assignment, the Lease, the Agreement and the Extension; (II) the release of rights, obligations and security interests in the Equipment, whether arising under the CSA, the Assignment, the Lease, the Agreement and the Extension or any other instruments executed thereto.

This instrument is to be filed and recorded with the Surface Transportation Board to the provision of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, Carlson Leasing, Inc. has executed this Instrument of the 30<sup>th</sup> day of October, 2001.

CARLSON LEASING, INC.

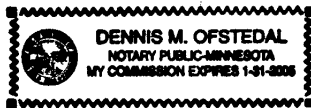
By: MG Herreid

Name: MARK G HERREID

Title: SR VP & CFO

STATE OF Minnesota )  
 ) ss:  
COUNTY OF Hennepin )

On this 30<sup>th</sup> day of October, 2001, before me, a notary public in and for the county and state aforesaid, personally appeared Mark G. Herveid, to me personally known, who, being by me duly sworn, says the he/she is a Sr. V.P. & CFO of Carlson Leasing, Inc., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Dennis M. Ofstedal  
NOTARY PUBLIC

My commission expires:

Exhibit A

Equipment Schedule

<u>TYPE</u>	<u>QUANTITY</u>	<u>ROAD NUMBERS</u>
SD40-2 3,000 hp. diesel-electric locomotive	10	CNW 6926-35